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FORM/D PROCEIVED TO SEP 2 4 2007 UNIF

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
ORM LIMITED OFFERING EXEMPTION

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average b	urden
hours per response	16.00

SEC USE ONLY							
Prefix	Serial						
DATE F	RECEIVED						

UNIFORM LIMITED OFFERING EXEMPTION
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Limited partnership interests of Chicago Growth Partners II, LP
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Chiange Grouph Postners II. I.P.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc.) O7077449
303 W. Madison Street, Suite 2500, Chicago, IL 60606 (312) 698-6300
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code)
Brief Description of Business
Brief Description of Business Making investments in securities of companies Type of Business Organization
Type of Business Organization UCY 0 1.27
□ corporation □ limited partnership, already formed □ other (please specify): □ business trust □ limited partnership, to be formed □ other (please specify): □ THOMSOME
Month Year FINANCIAL
Actual or Estimated Date of Incorporation or Organization: 0 9 0 7 🛛 Actual 🔲 Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE
GENERAL INSTRUCTIONS
Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall

this notice and must be completed.

ATTENTION-

accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the follow	ing:			
Each promoter of the is:	suer, if the issuer ha	s been organized within the	past five years;		
 Each beneficial owner l issuer; 	naving the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	6 or more of a class	s of equity securities of the
 Each executive officer a 	and director of corpo	orate issuers and of corpora	te general and managing par	tners of partnership	issuers; and
 Each general and manage 	ging partner of partr	nership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)			ı	
Chicago Growth Mar	nagement II, LP				
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)			
303 W. Madison Stre	et, Suite 2500,	Chicago, IL 60606			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or ☐ Managing Partner
Full Name (Last name first, if	individual)	., .			
Chicago Growth Mai					
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
303 W. Madison Stre	et, Suite 2500,	Chicago, IL 60606			
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Robert D. Blank					
Business or Residence Address			•		
303 W. Madison Stre	et, Suite 2500,	Chicago, IL 60606			
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☑ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
David G. Chandler					
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)		•	
303 W. Madison Stre	et, Suite 2500,	Chicago, IL 60606			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Robert P. Healy					
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
303 W. Madison Stre	et, Suite 2500,	Chicago, IL 60606			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☑ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Arda Minocherhomje					
Business or Residence Address	·				
303 W. Madison Stre	et, Suite 2500, (Chicago, IL 60606			
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☑ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Timothy M. Murray					
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
303 W. Madison Stre	et, Suite 2500, 0	Chicago, IL 60606			

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. □ Director ☐ General and/or Check Box(es) that Apply: □ Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Robert Powers Business or Residence Address (Number and Street, City, State, Zip Code) 303 W. Madison Street, Suite 2500, Chicago, IL 60606 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Executive Officer ■ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or □ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				В,	INFORM	ATION AB	OUT OFFE	RING				
										•	Yes	No
1. Has	the issuer	sold, or doe	s the issue	r intend to	sell, to nor	-accredite	d investors	in this offe	ring?	***************************************	. 🗆	\boxtimes
			A	answer also	in Append	dix, Colum	n 2, if filin	g under UL	LOE.			
2. Wha	at is the min	nimum inv	estment tha	ıt will be a	ccepted fro	m any indi	vidual?	,			. \$5,000,000*	
											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.		•••••				. 🛛	
com offer and/	mission or ring. If a p or with a s	similar ren erson to be tate or state	nuneration listed is a s, list the r	for solicita n associate name of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or one nore than fi	given, dire with sales dealer regis ve (5) pers for that bro	of securition stered with sons to be l	the SEC isted are		
Full Na	me (Last n	ame first, i	f individua	l)								
		ence Addre	ss (Numbe	er and Stree	et, City, Sta	ite, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer		,							
				cited or Intellual States)							🗌 Al	I States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	ss or Resid	ence Addre	ss (Numbe	r and Stree	t, City, Sta	ite, Zip Co	de)					
Name o	of Associate	ed Broker (or Dealer							· · · · · · · · · · · · · · · · · · ·		
				cited or Inte								
												1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY]	[LA] [NM]	[ME]	[MD]	[MA] [ND]	[MI]	[MN]	[MS]	[MO]
[RI]	[SC]	[SD]	[TN]	[NJ] [TX]	[UT]	[NY] [VT]	[NC] [VA]	[WA]	[OH] [WV]	{OK} [WI]	[OR] [WY]	[PA] [PR]
	me (Last n											
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
									•			
Name o	of Associate	ed Broker o	or Dealer									
				ited or Intellual States)						•••••	🗌 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[N1]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	{UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} The general partner reserves the right to accept smaller investments.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	OF PROCEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged			
	Type of Security	Aggregate Offering Price	e	Amount Already Sold
	Debt	\$		\$
	Equity	\$	_	\$
	Common Preferred			
	Convertible Securities (including warrants)	\$	_	\$
	Partnership Interests	\$400,000,000*	_	\$0
	Other (Specify)	\$	_	\$
	Total	\$400,000,000*		\$0
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors		Dollar Amount of Purchases
	Accredited Investors	0		<u>\$0</u>
	Non-accredited Investors	0	_	\$0
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505	-	_	\$
	Regulation A		_	\$
	Rule 504		_	\$
	Total			\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees	[2	\boxtimes	\$0
	Printing and Engraving Costs	[2	\boxtimes	\$25,000
	Legal Fees	[2	\boxtimes	\$400,000
	Accounting Fees	Q	×	\$25,000
	Engineering Fees	Q	X	\$0
	Sales Commission (specify finders' fees separately)		X	\$0
	Other Expenses (identify) **	[5	X	\$300,000
	Total	0	X	\$750,000

^{*} The general partner reserves the right to offer a greater amount of Limited Partnership interests.

^{**} Miscellaneous (e.g., general fund-raising expenses, travel and postage).

	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES AN	D USE OF PROCEEDS	
b.	and total expenses furnished in response	ate offering price given in response to Part C- to Part C – Question 4.a. This difference is the	ne "adjusted	\$399,250,000
5.	each of the purposes shown. If the amou	and proceeds to the issuer used or proposed to be not for any purpose is not known, furnish an est The total of the payments listed must equal the sponse to Part C – Question 4.b above.	stimate and	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		🛛 \$40,000,000*	<u>\$</u>
	Purchase of real estate		D <u>\$</u>	□ <u>\$</u>
	Purchase, rental or leasing and insta	llation of machinery and equipment	🗆 <u>\$</u>	□ <u>\$</u>
	Construction or leasing of plant buil	dings and facilities	🗆 <u>s</u>	□ <u>\$</u>
	offering that may be used in exchange	luding the value of securities involved in this ge for the assets or securities of another issuer	•	■ \$349,250,000
	Working capital		s	\$10,000,000
				□ <u>\$</u>
	Column Totals		<u>\$40,000,000</u>	\$359,250,000
	Total Payments Listed (column total	s added)	🛛 <u>\$39</u>	99,250,000
		D. FEDERAL SIGNATURE		
foll	owing signature constitutes an undertakin	igned by the undersigned duly authorized per- g by the issuer to furnish to the U.S. Securitie by the issuer to any non-accredited investor p	s and Exchange Commission	on, upon written
Issı	ner (Print or Type)	Signature 0 0	Date	
Chi	cago Growth Partners II, LP	Duld	September 21, 2	2007
_	ne of Signer (Print or Type)	Title of Signer (Print or Type)	1	,
Dav	vid G. Chandler	Managing Director		

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

^{*}Estimated management fees payable from the Issuer to its General Partner and/or its affiliates throughout the Issuer's investment period.

	E. STATE SIGNATURE						
* * *	2 presently subject to any of the disqualification	-	Yes	No ⊠			
	See Appendix, Column 5, for state response	.					
2. The undersigned issuer hereby undertake: Form D (17 CFR 239.500) at such times a	s to furnish to any state administrator of any state required by state law.	tate in which this notice i	is filed, a not	ice on			
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.							
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that mu the state in which this notice is filed and unde lishing that these conditions have been satisfie	erstands that the issuer cla					
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and has duly cause	ed this notice to be signe	ed on its beh	alf by the			
Issuer (Print or Type)	Signature	Date					
Chicago Growth Partners II, LP September 21, 2007							
Name (Print or Type)	Title (Print or Type)						
David G. Chandler	Managing Director						

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3			4		:	5	
	Intend to non-a	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL	 ⊠	NO ⊠	*	0	0	0	0		NO	
AK		\boxtimes	*	0	0	0	0			
AZ		⊠	*	0	0	0	0		Ø	
AR		⊠	*	0	0	0	0		⊠	
CA		⊠	*	0	0	0	0		Ø	
СО		⊠	*	0	0	0	0		×	
СТ		⊠	*	0	0	0	0		Ø	
DE		⊠	*	0	0	0	0		Ø	
DC		⊠	*	0	0	0	0		Ø	
FL		⊠	*	0	0	0	0		Ø	
GA		M	*	0	0	0	0		☒	
НІ		M	*	0	0	0	0		Ø	
lD			*	0	0	0	0		☒	
IL		×	*	0	0	0	0	, _□	⊠	
IN		Ø	*	0	0	0	0		Ø	
lA		⊠	*	0	0	0	0			
KS		⊠	*	0	0	0	0		×	
KY		⊠	*	0	0	0	0		×	
LA		⋈	*	0	0	0	0		Ø	
ME		Ø	•	0	0	0	0		⊠	
MD		Ø	*	0	0	0	0			
MA		Ø	*	0	0	0	0		×	
MI		Ø	*	0	0	0	0		Ø	
MN		Ø	*	0	0	0	0			
MS		Ø	*	0	0	0	0		×	
МО		⊠	•	0	0	0	0		☒	
МТ		Ø	•	0	0	0	0		☒	
NE		Ø	*	0	0	0	0		⊠	

APPENDIX

1	1 2 3 4 5										
	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
NV		NO	*	0	0	0	0		NO		
NH		⊠	*	0	0	0	0		⊠		
NJ		⊠	*	0	0	0	0		Ø		
NM		⊠	*	0	0	0	0		Ø		
NY		⊠	*	0	0	0	0		⊠		
NC		Ø	*	0	0	0	0		Ø		
ND		×	*	0	0	0	0		Ø		
ОН		×	*	0	0	0	0		×		
ОК		⊠	*	0	0	0	0		×		
OR		⊠	*	0	0	0	0		×		
PA		⊠	*	0	0	0	0		Ø		
RI		⊠	*	0	0	0	0		Ø		
SC		⊠	*	0	0	0	0		Ø		
SD		⊠	•	0	0	0	0		Ø		
TN		Ø	•	0	0	0	0	0	⋈		
TX		⊠	•	0	0	0	0		☒		
UT		⊠	•	0	0	0	0		⊠		
VT		⊠	*	0	0	0	0		⊠		
VA		⊠	*	0	0	0	0		⊠		
WA		⊠	•	0	0	0	0		⊠		
wv		⋈	*	0	0	0	0		Ø		
WI		⊠	*	0	0	0	0		Ø		
WY		⊠	*	0	0	0	0		⊠		
PR		⊠	*	0	0	0	0		Ø		

^{*} Up to \$400,000,000 limited partnership interests.

